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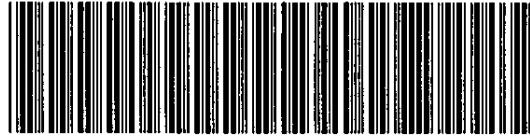
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15 JUL 27 PM 1:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

APPROVAL
AND
FILED

144

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Palm Beach Marine Aquarium Society, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Tim Ashurst
Name (Printed or typed)

7165 Avocado Blvd.
Address

West Palm Beach, FL 33412
City, State & Zip

(561) 358-2260
Daytime Telephone number

kba 98@bellsouth.net
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 7, 2015

TIM ASHURST
7165 AVOCADO BLVD.
WEST PALM BEACH, FL 33412

SUBJECT: PALM BEACH MARINE AQUARIUM SOCIETY, INC.
Ref. Number: W15000045588

We have received your document for PALM BEACH MARINE AQUARIUM SOCIETY, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Entities may file using only the entity's name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing an application and submitting the appropriate fees to this office.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Valerie Herring
Regulatory Specialist II
New Filing Section

Letter Number: 515A00014074

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AND
FILED

15 JUL 27 PM 1:40

Articles of Incorporation
of the
Palm Beach Marine Aquarium Society

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Under Chapter 617 of the Florida Not-For-Profit Corporation Act)

The undersigned acting as incorporator of a corporation under the Florida Not-For-Profit Corporation Act, hereby adopts the following Articles of Incorporation of such corporation.

ARTICLE I

The name of the corporation shall be:
Palm Beach Marine Aquarium Society, Inc.

ARTICLE II

The street address of the initial principal office and mailing address of the Corporation is 7165 Avocado Blvd, West Palm Beach, Florida 33412

ARTICLE III

The primary purpose of the Palm Beach Marine Aquarium Society, Inc., a not-for-profit Florida corporation is to promote the hobby of marine fish and miniature reef keeping in the South Florida and Palm Beach County region by facilitating the exchange of knowledge between interested hobbyists and individuals recognized as experts or authorities in the industry, assembling as many interested hobbyists and experts in the field together in monthly meetings to discuss topics associated with maintaining a healthy captive marine environment.

The Palm Beach Marine Aquarium Society is organized and shall be operated exclusively for one or more of the following purposes:

- Section 1. Charitable and educational purposes, and such purposes as are prescribed by and as specified in Section 501(c)(3) of the International Revenue Code of 1986, as amended (the "Code"), and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Code.
- Section 2. To apply income, and if the Corporation so decides, the principal, of such property as the Corporation may from time to time possess, in aid of the prior enumerated purposes, including the giving of such income and principal to any other domestic or foreign charitable corporation, association, organization or trust; provided, however, that any such domestic or foreign corporation, association or trust is organized and operated exclusively for charitable, religious, education, humanitarian or scientific purposes within the meaning of Code Section 501(c)(3) or to corresponding provisions of any subsequent Federal tax law.

In furtherance of the above enumerated purposes and functions and without limiting the foregoing, the Corporation may engage in any lawful act or activity for which corporations may be organized under the Florida Not-for-Profit Corporation Act and shall have all powers granted by Chapter 617 of the Florida Statutes.

With respect to all of the foregoing purposes, however, the Corporation shall be subject to the following limitations and restrictions:

- (1) The Corporation shall not be operated for pecuniary profit or financial gain and no part of the net earnings of the Corporation nor any of the assets of the Corporation shall inure to the benefit of any director or officer of the Corporation, or any other individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), nor shall any such net earnings be used otherwise than for charitable, religious, educational, humanitarian or scientific purposes, nor shall any part of the activities of the Corporation consist of carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.
- (2) The Corporation may be dissolved at any time by the affirmative vote of the members of the Board of Directors. Upon the liquidation or dissolution of the Corporation or the winding up of its affairs, whether voluntary, involuntary or by operation of law, no director or officer of the Corporation or any other individual shall be entitled to any distribution or division of its remaining property or the proceeds of the same, and the balance of all money and other property received by the Corporation from any source, including its operations, after the payment of all debts and obligations of the Corporation of whatever kind and nature, shall be distributed to an organization or organizations which are exempt from Federal income tax Code Section 501(c)(3).
- (3) Notwithstanding any other provision of these Articles or By-Laws of the Corporation, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Code Section 501(c)(3) or by an organization contributions to which are deductible under Code Section 170(c)(2).
- (4) Notwithstanding any other provision of these Articles or By-Laws of the Corporation, for any period in which the Corporation is a private foundation within the meaning of Code Section 509(a), the Corporation shall also be subject to the following additional limitations:
 - a. The Corporation shall not engage in any act of self-dealing which is subject to tax Code Section 4941.
 - b. The Corporation shall distribute such amounts for each taxable year at such time and in such manner so as not to subject the Corporation to tax on undistributed income under Code Section 4942.
 - c. The Corporation shall not retain any excess business holdings which are subject to tax under Code Section 4943.
 - d. The Corporation shall not make any investments which would jeopardize the carrying out of any of its exempt purposes as to subject the Corporation to tax under Code Section 4944.

- e. The Corporation shall not make any taxable expenditures which are subject to tax under Code Section 4945.

(5) The Corporation shall have and may exercise all powers necessary or convenient to effect, or which are conducive to the attainment of, any or all of the foregoing purposes, subject to such limitations as are provided by law.

ARTICLE IV

The Manner in which Directors are elected and appointed is done by an annual vote via online forum.

ARTICLE V

The business and affairs of the Corporation shall be managed by a Board of Directors having at least (3) members. The number of directors may be increased or decrease from time to time by the Board of Directors but the number of directors shall never be less than three (3). Each member of the Board of Directors shall have on (1) vote. The By-Laws established by the Corporation shall determine the term, method of selection, duties, and other matters with respect to the directors and officers of the Corporation. The names and addresses of the Initial directors of the Corporation until the first annual meeting of the Board of Directors are as follows:

1. Tim Ashurst, President
 - i. 7165 Avocado Boulevard
West Palm Beach, FL 33412
2. Terry Grove, Vice President
 - i. 133 Banyan Circle
Jupiter, FL 33458
3. David Ritchie, Secretary
 - i. 2594 Acklins Rd
West Palm Beach, FL 33406
4. Lori Wood, Treasurer
 - i. 5981 Piney Ct.
Greenacres, FL 33463

The election of the Directors of the Corporation need not be written ballot unless the By-Laws of the Corporation otherwise provide.

ARTICLE VI

Tim Ashurst is designated as the initial registered agent of the Corporation upon whom process against the Corporation may be served. The street address of the Corporation's initial registered office and the initial resident agent of the Corporation is 7165 Avocado Blvd, West Palm Beach, FL 33412.

ARTICLE VII

The Corporation is a non-stock corporation and shall have no authority to issue any capital stock. The conditions of membership in the Corporation shall be stated in the By-Laws of the Corporation.

ARTICLE VIII

The By-Laws of the Corporation are to be made, altered, or rescinded as provided therein.

ARTICLE IX

These Articles of Incorporation may be amended by the vote of the two-thirds (2/3) of the members of the Board of Directors of the Corporation at any special, regular, or annual meeting of the Corporation. Such amendments may be proposed and adopted in the manner provided in the By-Laws of the Corporation.

ARTICLE X

The Corporation shall, to the fullest extent permitted by the laws of the State of Florida as now or hereafter in effect, indemnify all persons whom it may indemnify under such provisions. The indemnification provided by this Article shall not limit or exclude any rights, indemnified or limitations of abilities to which any person may be entitled, whether as a matter of law, under the By-Laws of the Corporation, by agreement, vote of the members of disinterested Directors of the Corporation or otherwise.

ARTICLE XI

The name and address of the incorporator is Carlos Datena, whose current mailing address is 3743 Nyack Lane, Greenacres, FL, 33463.

APPROVED
AND
FILED

15 JUL 27 PM 1:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name and Title: _____ Name and Title: _____

Address: _____ Address: _____

Name and Title: _____ Name and Title: _____

Address: _____ Address: _____

ARTICLE VI REGISTERED AGENT

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Name: Tim Ashurst

Address: 7165 Avocado Blvd.
West Palm Beach, FL 33412

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Name: Carlos Datena

Address: 3743 NYACK LN
Greenacres, FL 33463

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Tim Ashurst

Required Signature of Registered Agent

6/14/15

Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Carlos Datena
Tim Ashurst

Required Signature of Incorporator

6/14/15

Date